

Shea & Carlyon Ltd.

233 S. Fourth Street
Suite 200
Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-5
Inv #: 19534

RE: Claims Administration and Objections

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jul-10-06	Conference with Mr. Sherman re status of research re loan portfolio(no charge)	0.40	170.00	JPS
Jul-11-06	Review electronic correspondence from Mr. Schwartz (with proposed order) re "cancelling" bar date	0.10	42.50	CCC
	Review electronic correspondence from Mr. Gordon, with revised order, re "cancelling" bar date	0.10	42.50	CCC
Jul-12-06	Review proposed order cancelling deadlines for filing POCs	0.10	19.00	SSS
Jul-13-06	Review electronic correspondence from Ms. Karasik to debtors' counsel re claims objection	0.10	42.50	CCC
Jul-14-06	Review electronic correspondence from Ms. Karasik re objection to claims	0.20	85.00	JPS
	Review electronic correspondence from Eve Karasik re FTD Committee's objection to FTDF claims	0.10	19.00	SSS
Jul-20-06	Review bankruptcy rules and local rules re procedure for filing claims objections; electronic correspondence to Mr. Parlen re the same	0.70	133.00	SSS
Jul-21-06	Receipt and review of Order vacating proof of claim deadline; update calendar and reminders	0.10	15.00	P
Jul-24-06	Telephone call with Mr. Parlan re adding three-day mail time for serving claims objection	0.20	38.00	SSS
Jul-28-06	Telephone call with Mr. Parlen re claims objections, affidavits, and exhibits	0.20	38.00	SSS
Jul-31-06	Review objection to claims for local format	0.10	42.50	CCC

Telephone call with Mr. Parlen re claims objections	0.10	42.50	CCC
Review/revise claims objections to ensure notice in caption to affected claimants	0.10	42.50	CCC
Telephone call to CiCi Cunningham re obtaining exhibit to Proof of Claim	0.20	38.00	SSS
Telephone call with Andrew Parlan re exhibits to claims objection; timing	0.30	57.00	SSS
Telephone call with Eileen re exhibits to claims objection	0.10	19.00	SSS
Review and revise claims objections, notices of hearing re same, and exhibits; send to Andrew Parlen	0.90	171.00	SSS
Totals	4.10	\$1,057.00	

Total Fees, Disbursements

\$1,057.00

Previous Balance

\$0.00

Previous Payments

\$0.00

Balance Due Now

\$1,057.00

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA- Legal Assistant

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USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-6

Inv #: 19535

RE: Employee Benefits/Pensions

Total Fees, Disbursements

\$0.00

Previous Balance

\$0.00

Previous Payments

\$0.00

Balance Due Now

\$0.00

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA- Legal Assistant

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USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-7

Inv #: 19536

RE: Fee/Employment Applications

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
May-15-06	Review electronic correspondence from Ms. Karasik re meeting with committee/status of employment applications	0.20	85.00	JPS
	Preparation of S&C Employment app	1.60	680.00	CCC
	Exchange electronic correspondence with Ms. Karasik re employment app	0.10	42.50	CCC
May-16-06	Prepare application for employment	0.40	170.00	JPS
	Preparation of Application for S&C Employment	2.70	513.00	SSS
	Preparation of Declaration of JPS in Support of Employment Application	2.40	456.00	SSS
May-17-06	Draft employment applications	0.90	382.50	JPS
	Receipt and review of application for employment/ proposed declaration	1.10	467.50	JPS
	Communications with co counsel re employment terms; applications (including review of ST&G draft employment app)	0.60	255.00	CCC
	Preparation of three S&C Applications for Employment for each committee, three Declarations of JPS in Support, and OST documents re applications	2.40	456.00	SSS
May-18-06	Exchange electronic correspondence with CCC re revised applications for employment/ declaration re same x4 (no charge)	0.30	0.00	JPS
	Exchange electronic correspondence with Mr. Merola re ST&G employment application	0.20	85.00	JPS

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Exchange electronic correspondence with Mr. Davidson re ST&G employment application status	0.10	42.50	JPS
Exchange electronic correspondence with Mr. Davidson re status of S&C employment application	0.10	42.50	JPS
Assist with finalization of employment applications and supporting exhibits	1.60	680.00	JPS
Exchange electronic correspondence with Mr. Sherman re revised declaration (no charge)	0.20	0.00	JPS
Review and revise S&C Employment Application	1.50	637.50	CCC
Preparation of Application for OST re Employment Applications	0.30	127.50	CCC
Exchange electronic correspondence with co counsel and Ms. Treadway; re employment applications, OST documents	0.20	85.00	CCC
Meeting with co counsel re employment, hearing issues	0.50	212.50	CCC
Preparation of OST re employment hearings	0.20	85.00	CCC
Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of application to employ Stutman Treister & Glatt as counsel for the Investor Committees	0.20	30.00	P
Review and revisions to Attorney Information Sheet re Motion for Order Shortening Time on Application for Order Appointing Shea & Carlyon as Special Counsel for the Official Committee of Holders of Executory Contract Rights of USA Commercial Mortgage Company; forward to attorney for review	0.10	15.00	P
Research on bankruptcy Pacer website re: amended order establishing case management procedures re: Retention of Shea & Carlyon as Special Counsel for the Official Committee of Holders of Executory Contract Rights of USA Commercial Mortgage Company	0.10	15.00	P
Review and revisions to Order Shortening Time re: retention of Shea & Carlyon as Special Counsel for the Official Committee of Holders of Executory Contract Rights of USA Commercial Mortgage Company; forward to attorney for review	0.10	15.00	P

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May-19-06	Review and revisions to Motion for Order Shortening Time re: Retention of Shea & Carlyon as Special Counsel for the Official Committee of Holder of Executory Contract Right of USA Commercial Mortgage Company; forward to attorney for review	0.10	15.00	P
	Preparation of Exhibit re: Current Hourly Rates re: Application for Employment of Shea & Carlyon as Special Counsel	0.10	15.00	P
	Preparation of S&C Application for Employment, Declaration of JPS in Support, and OST documents re application	5.80	1,102.00	SSS
	Preparation of proposed order granting S&C employment application	0.80	152.00	SSS
	Review and revise OST; electronic correspondence to Ms. Pajak at ST&G re committee approval of employment applications; review local rules re OST	1.60	304.00	SSS
	Receipt and review of notice of hearing re employment applications	0.10	42.50	JPS
	Conference with CCC re employment applications (No charge)	0.20	0.00	JPS
	Exchange electronic correspondence with co counsel, committee chairs, re employment applications; review and revise applications and notice (no charge per CCC)	0.50	0.00	CCC
	Telephone call with Mr. Schwartzer's office re status of signature on Order Shortening Time re: Employment Applications	0.10	15.00	P
	Preparation of electronic correspondence to Jeanette McPherson attaching proposed Order Shortening Time on Application for Employment for her review and signature	0.10	15.00	P
	Telephone call with August Landis re status of review and signature on Order Shortening Time re Employment Applications	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic lodging of Order Shortening Time on Application for Employment of Shea & Carlyon and Stutman, Treister & Glatt	0.20	30.00	P
	Telephone call with Judge's clerk re Order Shortening Time that was lodged and related documents to be filed with the Court	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Application for Employment of Shea & Carlyon as special counsel to the Investor Committees with the bankruptcy court	0.20	30.00	P

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	Electronic filing of court pleadings - Scan, download and electronic filing of Declaration of James Patrick Shea in Support of Application for Employment of Shea & Carlyon as Special Counsel to the Investor Committees with the Bankruptcy Court	0.20	30.00	P
	Preparation of Certificate of Service by Electronic Filing on Employment Application, Declaration of James Patrick Shea in Support and Notice	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service with the bankruptcy court	0.20	30.00	P
	Preparation of electronic correspondence to Ms. Pajak re status of Certificate of Service of Employment Applications by mail	0.10	15.00	P
	Review electronic correspondence from Ms. Pajak attaching Certificate of Service re Employment Applications by mail for filing	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service by mail of Employment Applications with the bankruptcy court	0.20	30.00	P
	Telephone calls and electronic correspondence (multiple) with Ms. Pajak re signatures on employment application; service; transmit applications and NOH	1.00	190.00	SSS
	Telephone call with U.S. Trustee's office re delivery of signed OST	0.10	19.00	SSS
	Review and revise Notice of Hearing for Employment Application on Shortened Time; scan, upload, and electronically file via ECF	0.40	76.00	SSS
May-22-06	Review electronic correspondence from Mr. Sherman re attachments to employment application of ST&G (no charge)	0.10	0.00	JPS
May-23-06	Exchange electronic correspondence with Mr. Sherman re amended employment applications	0.10	42.50	JPS
	Preparation of Notice of Entry of Order Shortening Time re Employment Applications for Stutman Treister & Glatt and Shea & Carlyon; forward to attorney for review and signature	0.10	15.00	P
	Electronic filing of court pleadings - Notice of entry of order shortening time re employment applications (Stutman, Treister & Glatt, P.C. and Shea & Carlyon, Ltd.)	0.30	36.00	LA

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	Electronic filing of court pleadings - Certificate of service re notice of entry of order shortening time re employment applications (Stutman, Treister & Glatt, P.C. and Shea & Carlyon, Ltd.)	0.20	24.00	LA
May-24-06	Conference with Mr. Sherman re status of committee representation/ amended employment application	0.40	170.00	JPS
	Exchange electronic correspondence with Ms. Karasic, review communications from committee, re retention issues	0.10	42.50	CCC
	Telephone call with Ms. Pajak re amendment to employment application	0.10	19.00	SSS
May-25-06	Exchange electronic correspondence with Ms. Karasic re status of committee reconstitution/ employment applications	0.20	85.00	JPS
May-26-06	Receipt and review of amended employment applications	0.40	170.00	JPS
	Receipt and review of revised employment applications	0.60	255.00	JPS
	Review electronic correspondence from Ms. Karasic to Mr. Landis re amended employment applications	0.10	42.50	JPS
	Preparation of electronic correspondence to Ms. Karasic re revised employment applications	0.10	42.50	JPS
	Preparation of electronic correspondence to Ms. Karasic re modification to employment applications	0.10	42.50	CCC
	Electronic filing of court pleadings - Scan, download and electronic filing of Amended Application for Employment of Stutman, Treister & Glatt with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Amended to Application for Employment of Shea & Carlyon with the bankruptcy court	0.20	30.00	P
	Review ST&G's Amendment to Employment Application	0.30	57.00	SSS
	Preparation of Amendment to S&C Employment Application	0.50	95.00	SSS
	Telephone call with Ms. Pajak re written termination by other two committees	0.20	38.00	SSS
May-30-06	Receipt and review of various employment application objections	0.80	340.00	JPS
	Conference with Mr. Sherman re status of amended applications (no charge)	0.10	0.00	JPS
	Arrange for meeting with proposed financial consultants	0.20	85.00	JPS

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	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service - by mail with the bankruptcy court	0.20	30.00	P
	Preparation of electronic correspondence to Ms. Pajak attaching Notice of Electronic Filing of Certificate of Service from the bankruptcy court for her records	0.10	15.00	P
May-31-06	Telephone call with Ms. Karasik re financial advisors	0.20	85.00	JPS
	Conference with Mr. Burr re financial advisor issues	0.40	170.00	JPS
	Exchange electronic correspondence with Ms. Karasik re financial advisors	0.10	42.50	JPS
	Conference with Alvarez candidates	0.30	127.50	JPS
	Conference with Mr. Kennelly of Huron re financial advisor issues	0.40	170.00	JPS
	Receipt, review and electronic download of Motion to Withdraw as attorney for Vince Danelian by Edward Hanigan; calendar hearing date	0.10	15.00	P
	Review and revise 2019 statement	0.50	95.00	SSS
Jun-01-06	Telephone call with Mr. Varner re financial advisor responsibilities	0.50	212.50	JPS
Jun-02-06	Review and revise designations of local counsel	0.20	65.00	SWM
	Receipt and review of electronic correspondence from Mr. Parlen and omnibus reply for filing with bankruptcy court	0.10	15.00	P
	Electronically file omnibus reply to opposition to employment of Shea & Carlyon and Stutman Treister	0.10	15.00	P
	Telephone call with Mr. Parlen re filing pro hac vice documents	0.10	15.00	P
	Receipt and review of electronic correspondence from Mr. Parlen re pro hac vice documents for filing with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - electronically file verified petition for permission to practice of Frank Merola	0.10	15.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of designation of local counsel for Frank Merola	0.20	30.00	P

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	Electronic filing of court pleadings - electronically file verified petition for permission to practice of Eve Karasik	0.10	15.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of designation of local counsel for Eve Karasik	0.20	30.00	P
	Electronic filing of court pleadings - electronically file verified petition for permission to practice of Christine Pajak	0.10	15.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of designation of local counsel for Christine Pajak	0.20	30.00	P
	Electronic filing of court pleadings - electronically file verified petition for permission to practice of Andrew Parlen	0.10	15.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of designation of local counsel for Andrew Parlen	0.20	30.00	P
	Prepare certificate of service of pro hac vice documents	0.20	30.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of pro hac vice documents	0.20	30.00	P
	Prepare certificate of service of omnibus reply to opposition to employment of Shea & Carlyon and Stutman Treister	0.10	15.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of omnibus reply to opposition to employment of Shea & Carlyon and Stutman Treister	0.20	30.00	P
Jun-05-06	Preparation of electronic correspondence to Mr. Levinson re Nevada counsel role	0.20	85.00	JPS
	Exchange electronic correspondence with Mr. Levinson re financial advisors	0.10	42.50	JPS
	Telephone call with Ms. Metcalf re service of pro hac vice documents	0.10	15.00	P
Jun-06-06	Telephone call with Mr. Williams re financial advisor status	0.30	127.50	JPS
	Receipt and review of electronic correspondence from Ms. Metcalf re supplemental certificates of service of pro hac vice documents, and reply and objection to employment for filing with bankruptcy court	0.10	15.00	P

	Electronic filing of court pleadings - electronically file supplemental certificate of service of omnibus reply to oppositions to employment of Shea & Carlyon and Stutman Treister	0.10	15.00	P
	Electronic filing of court pleadings - electronically file supplemental certificate of service of pro hac vice documents	0.10	15.00	P
	Telephone call with Mr. Parlan re order approving employment	0.10	19.00	SSS
	Preparation of proposed order approving S&C Employment Application	0.50	95.00	SSS
Jun-09-06	Review electronic correspondence from Mr. Charles re proposed modification to employment order	0.20	85.00	JPS
	Receipt and review of order granting S&C employment	0.10	42.50	JPS
	Review electronic correspondence from Mr. Charles re employment order language	0.10	42.50	JPS
	Exchange electronic correspondence with various counsel re form of employment orders	0.30	127.50	CCC
	Exchange electronic correspondence with Mr. Schwartzer re request for OST on interim compensation	0.10	42.50	CCC
	Review and revise Order Approving S&C Employment; circulate to appearing counsel	0.60	114.00	SSS
Jun-10-06	Conference with Ms. Nelson of FTI re retention as financial advisor	0.70	297.50	JPS
Jun-13-06	Review correspondence re additional professional applications; extension of objection deadline	0.20	85.00	CCC
	Electronic filing of court pleadings - Scan, download and electronic filing of Application for Employment of Alvarez & Marsal, Declaration in Support, Motion for Order Shortening Time, Declaration in Support, Attorney Information Statement, and Notice of Hearing on Shortened Time with the bankruptcy court	0.50	75.00	P
	Telephone call with Mr. Parlan re preparation of Order Approving Employment for uploading	0.10	19.00	SSS
	Telephone call with Mr. Parlan re preparation of OST docs for Alvarez Employment Application	0.20	38.00	SSS
	Preparation of OST docs re Alvarez Employment Application	1.10	209.00	SSS
	Preparation of NOH re Alvarez Employment Application	0.20	38.00	SSS

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	Preparation of Alvarez Employment Application, Declaration, and OST documents for filing; electronic correspondence with Mr. Parlan re same	0.30	57.00	SSS
Jun-14-06	Review proposed response to interim fee procedures motion; Exchange electronic correspondence with other counsel re addition of request for allocation information	0.30	127.50	CCC
	Electronic filing of court pleadings - Scan, download and electronic lodging of proposed Order Shortening Time on Motion to Approve Employment of Alvarez & Marsal with the bankruptcy court	0.10	15.00	P
	Preparation of Certificate of Service re: Application to Employ Alvarez & Marsal and Motion for Order Shortening Time on Application to Employ Alvarez & Marsal and related documents via electronic mail	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Alvarez & Marsal employment with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic lodging of Order Approving Employment Application of Stutman, Treister & Glatt as Amended with the bankruptcy court	0.20	30.00	P
	Exchange electronic correspondence with Mr. Parlan re circulating and lodging the OST on the Alvarez Employment Application; OST documents generally	0.50	95.00	SSS
	Review Order Approving ST&G Employment Application for uploading	0.10	19.00	SSS
Jun-16-06	Electronic filing of court pleadings - Scan, download and electronic lodging of Order Approving Shea & Carlyon Employment Application with the bankruptcy court	0.20	30.00	P
	Download and review OST for Alvarez Employment Application; transmit to Stutman	0.10	19.00	SSS
Jun-19-06	Receipt, review and electronic download of Order Shortening Time on Alvarez & Marsal Employment Application from bankruptcy court	0.10	15.00	P
	Preparation of Notice of Entry of Order Shortening Time on Alvarez & Marsal Employment Application; forward to attorney for review and signature	0.10	15.00	P
	Scan and file Notice of Entry of OST re Alvarez Employment Application	0.20	38.00	SSS

Jun-20-06	Receipt, review and electronic download of Orders Approving Employment of Stutman Treister & Glatt and Shea & Carlyon, Ltd. from bankruptcy court	0.10	15.00	P
	Preparation of Notice of Entry of Order Approving Shea & Carlyon Employment Application; forward to attorney for review and signature	0.10	15.00	P
	Preparation of Notice of Entry of Order Approving Stutman, Treister & Glatt Employment Application; forward to attorney for review and signature	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Notice of Entry of Order Approving Employment Application of Stutman, Triester & Glatt with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Notice of Entry of Order Approving Employment Application of Shea & Carlyon, Ltd. with the bankruptcy court	0.20	30.00	P
	Preparation of electronic correspondence to Ms. Pajak attaching Notices of Entry of Orders re Employment Applications of Stutman Treister & Glatt and Shea & Carlyon for service by mail	0.10	15.00	P
	Preparation of Certificate of Service re Notices of Entry of Orders re Employment Applications of Stutman, Treister & Glatt and Shea & Carlyon for filing	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re: Notices of Entry of Orders re: Employment Applications of Stutman, Treister & Glatt and Shea & Carlyon with the bankruptcy court	0.20	30.00	P
	Preparation of Certificate of Service re Notice of Entry of Order Shortening Time re Employment Application of Alvarez & Marsal for filing with the court	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Notice of Entry of Order Shortening Time re Employment Application of Alvarez & Marsal with the bankruptcy court	0.20	30.00	P

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	Review electronic correspondence from ST&G attaching supplemental certification of service re Notice of Entry of Order Shortening Time re Employment Application of Alvarez & Marsal for filing	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Supplemental Certification of Service re Notice of Entry of Order Shortening Time re: Employment Application of Alvarez & Marsal with the bankruptcy court	0.20	30.00	P
	Review electronic correspondence from Joanne Metcalf re Supplemental Certifications of Service re Notices of Entry of Orders re Employment Applications of Stutman, Treister & Glatt and Shea & Carlyon for filing with the court	0.10	15.00	P
Jun-21-06	Conference with Mr. Sherman re monthly billing procedures/ interim approval/ review relevant case law re same (no charge)	0.40	0.00	JPS
	Upload order approving employment application of Alvarez & Marsal	0.20	24.00	LA
Jun-23-06	Receipt and review Order Approving Alvarez & Marsal's Employment Application from bankruptcy court	0.10	15.00	P
	Preparation of Notice of Entry of Order Approving Alvarez & Marsal Employment Application; forward to attorney for review and signature	0.10	15.00	P
	Preparation of Certificate of Service re Notice of Entry of Order Approving Alvarez & Marsal Employment Application for filing with the court	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Notice of Entry of Order Approving Alvarez & Marsal Employment Application with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Notice of Entry of Order re Alvarez & Marsal Employment Application with the bankruptcy court	0.20	30.00	P
	Preparation of electronic correspondence to Mr. Parlen and Ms. Pajak attaching Notice of Entry of Order Approving Alvarez & Marsal Employment Application for service	0.10	15.00	P

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Jun-26-06	Review electronic correspondence from Joanne Metcalf re Supplemental Certificate of Service re Notice of Entry of Order re Employment of Alvarez & Marsal for filing	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Supplemental Certificate of Service with the bankruptcy court	0.20	30.00	P
Jun-27-06	Review standards and procedures for preparing fee applications (Ginji case)	0.50	95.00	SSS
Jun-28-06	Telephone call with Ms. McPherson re fee allocation by Debtors' professionals	0.10	42.50	CCC
	Prepare task analysis for work performed from May 10 through June 30	0.40	170.00	CCC
	Prepare task analysis for work performed from May 10 through June 30	2.70	513.00	SSS
Jul-10-06	Exchange electronic correspondence with FTD/ Debtor professionals; re professional fee budgets	0.10	42.50	CCC
	Review Stipulation and Order Continuing Hearing on Debtor's Application for Administrative Order Establishing Procedures for Interim Compensation of Professionals	0.10	19.00	SSS
Jul-14-06	Exchange electronic correspondence with Ms. Karasik re UCC hiring of Sierra	0.20	85.00	JPS
	Telephone call with Ms. Pajak re fee application	0.10	19.00	SSS
Jul-17-06	Review and revise task analysis for month of June, 2006	0.40	76.00	SSS
Jul-18-06	Review electronic correspondence from Ms. Karasik and Ms. Carlyon re task analysis	0.10	19.00	SSS
Jul-19-06	Receipt and review of rescheduled hearings re Employment Applications of Ray Quinney Nebeker, Schwartz & McPherson and Thomas Allison from bankruptcy court; update calendar and forward to interested parties	0.10	15.00	P
Jul-21-06	Electronic filing of court pleadings - Joint Omnibus Response of Application for Employment of Ray, Quinney & Nebeker; Schwartz & McPherson, and Mesirow Financial - Thomas Allison with the bankruptcy court	0.20	30.00	P
Jul-28-06	Review Fund Commitees' Joint Response to Debtors' Motion for the Approval of Interim Comensation Procedures	0.10	19.00	SSS
Jul-31-06	Review of pleadings re Debtor's interim fee proposal and Sierra employment	0.20	85.00	CCC
	Review and revise memo re employment and tasks performed by Shea & Carlyon	0.30	45.00	P

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Review revised memorandum re staffing and task analysis	0.10	19.00	SSS
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Totals	59.30	\$14,747.50	
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Total Fees, Disbursements		\$14,747.50
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Previous Balance		\$0.00
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Previous Payments		\$0.00
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Balance Due Now		\$14,747.50
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JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA - Legal Assistant

Shea & Carlyon Ltd.

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USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-8
Inv #: 19537

RE: Fee/Employment Objections

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
May-10-06	Analysis of Hilco issues; Preparation of electronic correspondence to Mr. Merola and Ms. Karasik re same	1.00	425.00	CCC
May-15-06	Analysis of UST objections to employment apps of Debtors' attorneys	0.30	127.50	CCC
	Review draft objection to RQN employment	0.10	42.50	CCC
	Preparation of electronic correspondence to Ms. Karasik re proposed changes to employment objection (RQN)	0.10	42.50	CCC
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of limited opposition to motion to employ Ray Quinney & Nebeker	0.20	30.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of limited opposition to motion to employ Ray Quinney & Nebeker	0.20	30.00	P
May-17-06	Analysis of replies re employment of RQN and Schwartz firms	0.30	127.50	CCC
May-18-06	Communications re potential conflicts counsel	0.30	127.50	CCC
May-22-06	Review of Statosphere docket and Markell NADC opinion re counsel conflicts (G&S) (No charge)	0.90	0.00	SSS
May-25-06	Conference with Mr. Sherman re objection to employment of ST&G (No charge)	0.20	0.00	JPS
	Exchange electronic correspondence with Ms. Karasik re employment objection	0.10	42.50	JPS

	Receipt and review of objection of LePome to ST&G's compensation base	0.20	85.00	JPS
	Preparation of electronic correspondence to Ms. Karasik, Ms. Pajak and Mr. Merola re receipt of Limited Objection to Employment Applications from Interested Parties for their review and records	0.10	15.00	P
May-26-06	Electronic filing of court pleadings - Scan, download and electronic filing of Limited Opposition to the Application for Employment of Hilco Real Estate as Real Estate Appraiser with the bankruptcy court	0.20	30.00	P
	Review ST&G's Limited Opposition to Hilco's Employment	0.20	38.00	SSS
May-30-06	Preparation of Certificate of Service re: Limited Opposition to Hilco Employment Application; Response to Release Funds; and Amended Applications for Employment of Stutman Treister & Glatt and Shea & Carlyon	0.10	15.00	P
	Review electronic correspondence from Christine Pajak attaching Certificate of Service - by mail re Limited Opposition; Response to Release of Funds; and Amended Employment Applications of Stutman Treister & Glatt and Shea & Carlyon for filing	0.10	15.00	P
Jun-01-06	Receipt and review of opposition to Gordon and Silver employment/ email to co counsel re same	0.30	127.50	JPS
	Conference with Mr. Sherman re resolution of employment objections/ exchange emails with co counsel re same (no charge)	0.40	0.00	JPS
	Telephone call with Mr. McKnight re withdrawal of objection	0.20	85.00	JPS
	Exchange electronic correspondence with Ms. Karasik re omnibus reply to objections	0.10	42.50	JPS
	Preparation of electronic correspondence to Mr. Parlen re modifications to omnibus reply	0.10	42.50	JPS
	Telephone call with Ms. Karasik re filing of reply to employment objections, filing of objection to employment of Gordon & Silver and financials	0.40	170.00	JPS
	Review of docket re oppositions to employment applications; electronic correspondence to ST&G re requesting withdrawal of objections to joint representation	0.40	76.00	SSS
	Telephone call with Mr. Parlan re requesting withdrawl of UST oppositions	0.30	57.00	SSS

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	Telephone call to Robert Lepome re withdrawal of opposition to ST&G's employment application	0.10	19.00	SSS
Jun-02-06	Review employment oppositions and replies, in preparation for hearing	0.70	297.50	CCC
	Review Gordon & Silver employment app, supporting documents	0.30	127.50	CCC
	Telephone call with Mr. Parlen re filing omnibus reply to oppositions to employment of ST&G and S&C	0.10	15.00	P
	Telephone call with Mr. Parlen re filing opposition to employment of Gordon & Silver	0.10	15.00	P
	Receipt and review of electronic correspondence from Mr. Parlen and opposition to employment of Gordon & Silver for filing with the bankruptcy court	0.10	15.00	P
	Electronically file opposition to employment of Gordon & Silver as counsel to Official Committee of Holders of Executory Contract Rights	0.10	15.00	P
	Prepare certificate of service of opposition to motion to employ Gordon & Silver	0.10	15.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of opposition to employment of Gordon & Silver	0.20	30.00	P
Jun-06-06	Electronic filing of court pleadings - electronically file supplemental certificate of service of opposition to employment of Gordon & Silver	0.10	15.00	P
Jun-09-06	Exchange electronic correspondence with Mr. Gordon re objection to interim compensation	0.10	42.50	CCC
Jul-21-06	Review Joint Committee Response re continued employment of Debtors' professionals	0.20	38.00	SSS
	Review U.S. Trustee's supplemental opposition to employment of debtors' professionals	0.20	38.00	SSS
Jul-24-06	Preparation of Certificate of Service re Joint Omnibus Response to Employment Applications	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service of Joint Omnibus Response with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - electronic filing of supplemental certificate of service re joint omnibus response with the bankruptcy court	0.10	15.00	P

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Jul-28-06	Review Direct Lender Opposition to Employment of Sierra as UCC Advisors	0.10	19.00	SSS
	Totals	9.70	\$2,555.00	

Total Fees, Disbursements	\$2,555.00
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Previous Balance	\$0.00
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Previous Payments	\$0.00
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Balance Due Now	\$2,555.00
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JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA - Legal Assistant

Shea & Carlyon Ltd.

233 S. Fourth Street
Suite 200
Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-9

Inv #: 19538

RE: Financing/Cash Collateral

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
May-10-06	Analysis of pleadings re construction control issues	0.80	340.00	CCC
May-15-06	Analysis of proposed opposition to DIP motion	0.20	85.00	CCC
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of limited opposition to motion for order authorizing reimbursement of due diligence expenses	0.20	30.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of limited opposition to motion for order authorizing reimbursement of due diligence expenses	0.20	30.00	P
May-16-06	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of errata to limited opposition to motion to reimburse due diligence expenses	0.20	30.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of errata to limited opposition to motion to reimburse due diligence expenses	0.20	30.00	P
	Review pleadings re DIP Fee Motion, and Debtor refinancing term sheet	1.70	323.00	SSS
May-17-06	Analysis of proposed term sheet for DIP loan	0.30	127.50	CCC

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	Analysis of supplement re term sheet	0.20	85.00	CCC
	Analysis of Debtors' reply re DIP fee	0.20	85.00	CCC
Jun-09-06	Conference with Mr. Merola re motion for DIP financing	0.30	127.50	JPS
	Exchange electronic correspondence with Mr. Schwartz; Ms. Karasic; Review electronic correspondence from Mr. Gordon; re financing request	0.20	85.00	CCC
	Telephone call with Ms. Karasik re financing issues	0.20	85.00	CCC
Jun-12-06	Analysis of DIP financing term sheet	0.40	170.00	CCC
	Legal research and preparation of opposition to financing motion (disparate impact on FTD fund)	4.20	1,785.00	CCC
	Review Motion for DIP Financing	0.20	38.00	SSS
	Review of 05/03/06 transcript re OST on procedure for financing motions	0.60	114.00	SSS
Jun-13-06	Exchange electronic correspondence with Mr. Springfield/ AIG re financing	0.20	85.00	JPS
	Analysis of Financial Advisors comments, calculations, re 13 week budget	0.30	127.50	CCC
	Preparation of Opposition to Financing Motion	5.00	2,125.00	CCC
	Review and revise Opposition to DIP Financing Motion	1.20	228.00	SSS
	Review compensation rates for Mesirow professionals	0.20	38.00	SSS
Jun-14-06	Electronic filing of court pleadings - Scan, download and electronic filing of Joint Limited Opposition re Continued Use of Cash Collateral through 7-29-2006 with the bankruptcy court	0.20	30.00	P
	Review of Funds' Joint Opposition to Debtor's Cash Management Motion (docket #407)	0.30	57.00	SSS
	Review correspondence from Alison Hansen re revised proposed Order Approving (Debtors') motion to Accept Loan Payments	0.10	19.00	SSS
Jun-15-06	Conference with Mr. Allison and committee members re DIP and case status	0.40	170.00	JPS
	Preparation of Certificate of Service re Joint Limited Opposition re Continued Use of Cash Collateral through 7-29-06 for filing with the court	0.10	15.00	P

	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Joint Limited Opposition re Continued Use of Cash Collateral through 7-29-06 with the bankruptcy court	0.20	30.00	P
	Review docket to determine service of Debtor's DIP Financing Motion	0.30	57.00	SSS
Jun-16-06	Analysis of revised budget, update re changes to DIP request (although still in flux)	0.20	85.00	CCC
	Review correspondence from Ms. Karasik re DIP financing and revised budget	0.10	19.00	SSS
Jun-19-06	Exchange electronic correspondence with Ms. Karasic (including review of additional information from Debtor) re possible revised financing proposal(s)	0.30	127.50	CCC
	Electronic filing of court pleadings - Scan, download and electronic filing of Opposition to Motion for Emergency, Interim and Permanent Orders Authorizing the Debtors to Obtain Post-Petition Financing with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Limited Opposition to Motion for Authority to Forbear and to Provide Further Funding for Certain Outstanding Loans with the bankruptcy court	0.20	30.00	P
Jun-20-06	Analysis of proposed DIP order	0.50	212.50	CCC
	Communications with Ms. Karasic re DIP financing issues; also left voice and email messages for Ms. Jarvis (never responded)	0.30	127.50	CCC
	Analysis of financing documents	1.50	637.50	CCC
	Exchange electronic correspondence with Ms. Karasic re new financing terms, issues	0.40	170.00	CCC
	Communications with debtors' counsel re financing issues	0.30	127.50	CCC
Jun-21-06	Exchange electronic correspondence with Mr. Strong re changes to proposed financing order	0.10	42.50	CCC

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	Meetings with counsel, hearings, as follows: 7 10 - 7 30 conference with Ms. Karasic re DIP changes, calls yesterday eve; 7 30 - 8 45 meeting with professionals for both fund committees; debtor's professionals (including, for a portion of meeting, proposed dip lenders professionals); 8 45 - 1 30 court appearance; 1 30 - 2 meeting with professionals for both funds re DIP motion; 2 15 - 7 30 attendance in court (time split between subfile 4 (admin) and 9 (financing); includes time during meetings and hearings reviewing budgets, preparing potential exhibits and preparing examination re financing motion	6.10	2,592.50	CCC
Jun-22-06	Receipt and review of Notices of continued hearings on Motions re use of cash through 7-29-06, post-petition financing, cash collateral and payments to direct lenders from bankruptcy court; calendar continued hearing dates	0.10	15.00	P
	Telephone call from Mr. Levinson re preparation of Order denying DIP Financing Motion; disposition of DIP Financing Motion	0.20	38.00	SSS
Jun-29-06	Review Debtor's draft financing order and responses/comments from Mr. Levinson and Mr. Charles; Preparation of electronic correspondence to Ms. Dorsey re providing the order in word in order to redline comments.	0.20	85.00	CCC
	Revise financing order and circulate redline and clean copy to all parties	0.30	127.50	CCC
Jun-30-06	Exchange electronic correspondence with Mr. Schwartz re financing order	0.10	42.50	CCC
	Analysis of LePome Supplemental Brief re Set Off issues and Greenwald case cited in support thereof	0.20	85.00	CCC
	Review proposed Order denying Motion for DIP Financing; changes by Ms. Carlyon; electronic correspondence from debtor and committee counsel	0.40	76.00	SSS
	Review proposed order granting motion for use of cash collateral until August 6 pursuant to the revised budget	0.10	19.00	SSS
Jul-03-06	Revise and circulate financing order with memo re same; execute and forward disapproved form of order prepared by Debtors	0.10	42.50	CCC
	Exchange electronic correspondence with Mr. Levinson; Mr. Gordon; re financing order	0.10	42.50	CCC
	Review and revisions to Financing Order re: submission by Shea & Carlyon; forward to attorney for review	0.10	15.00	P

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	Telephone call with Helen from bankruptcy court re request for CD transcript of Motion to approve financing	0.10	15.00	P
	Preparation of bankruptcy court's CD Transcript Request; forward to attorney for review and signature	0.10	15.00	P
Jul-05-06	Preparation of electronic correspondence to Augie Landis attaching Order re Post-Petition Financing for his signature	0.10	15.00	P
	Preparation of electronic correspondence to Rob Charles attaching Order re: Post-Petition Financing for his review and signature	0.10	15.00	P
	Review electronic correspondence from Augie Landis and Rob Charles attaching signatures on Order re Post-Petition Financing	0.10	15.00	P
	Download and review Debtors' Motions for Approval of Continued Use of Cash Collateral and for Approval to Distribute Funds	1.00	190.00	SSS
Jul-06-06	Electronic filing of court pleadings - Scan, download and electronic lodging of Order re Post-Petition Financing with the bankruptcy court	0.20	30.00	P
Jul-07-06	Receipt and review of entered Order re Post-Petition Financing from bankruptcy court	0.10	15.00	P
	Preparation of Notice of Entry of Order re Post-Petition Financing; forward to attorney for review and signature	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Notice of Entry of Order re Post-Petition Financing with the bankruptcy court	0.20	30.00	P
Jul-10-06	Telephone call with Ms. Karasik re committee [REDACTED] issues/ DIP financing/ exit strategy	0.60	255.00	JPS
	Review electronic correspondence from Ms. Karasik re motion for use of cash collateral	0.10	42.50	JPS
	Exchange electronic correspondence with Ms. Karasik/ CCC/ re budget amount for fees	0.10	42.50	JPS
	Preparation of Certificate of Service re Notice of Entry of Order re Post-Petition Financing	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Notice of Entry of Order re Post-Petition Financing with the bankruptcy court	0.20	30.00	P
Jul-17-06	Telephone call with Kent Larson re proposed priming loan on Meadowcreek	0.20	85.00	CCC
	Preparation of electronic correspondence to Ms. Karasik re Meadowcreek	0.10	42.50	CCC

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Jul-18-06	Telephone call with Ms. Karasik re loan document provisions for future funding	0.20	85.00	CCC
	Telephone call with committee re additional funding requests	1.00	425.00	CCC
Jul-19-06	Telephone call from Dan Harkey, CEO of Point Center Financial, re possible funding on Meadowbrook loan	0.30	127.50	CCC
	Review of revised budget	0.20	85.00	CCC
Jul-21-06	Receipt and review of Stipulation and Order re Response and Reply deadlines re Motion to Distribute and Cash Motion; update calendar and reminders	0.10	15.00	P
Jul-26-06	Exchange electronic correspondence with Ms. Pajak re cash motion	0.10	42.50	CCC
	Review and revise opposition to cash motion	0.40	170.00	CCC
	Review draft opposition to Third Revised Budget and Motion for Approval of Use of Cash Collateral	0.30	57.00	SSS
Jul-27-06	Analysis of Fertitta funding proposal-Rio Rancho	0.20	85.00	CCC
	Analysis of financing summary, including pulling info re loans, noting inconsistencies	1.20	510.00	CCC
	Review/revise response to cash motion	0.50	212.50	CCC
	Prepare request for transcript of cross-examination of Mr. Allison	0.10	15.00	P
	Electronic filing of court pleadings - download and electronic filing of Joint Limited Opposition to Motion for Order Approving Continued Use of Cash through 10-29-06 with the bankruptcy court	0.20	30.00	P
	Preparation of Certificate of Service re Joint Limited Opposition to Motion for Continued Use of Cash through 10-29-06	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Joint Limited Opposition with the bankruptcy court	0.20	30.00	P
	Review investor composition for Rio Ranch re effect of Fertitta funding on FTDF	0.40	76.00	SSS
	Review and analyze Mesirov report re funding requirements for additional loans; compare with existing loan information	0.70	133.00	SSS
	Review Fertitta proposal to fund additional loan to Rio Rancho(no charge)	0.20	38.00	SSS
	Telephone call from Mr. Parlen re filing joint response to cash collateral motion	0.10	19.00	SSS

	Review of Amended Notice of Hearing on Motion to Distribute and Cash Collateral Motion	0.10	19.00	SSS
	Review Joint Opposition to Debtors' Cash Collateral Motion for filing	0.20	38.00	SSS
Jul-28-06	Review electronic correspondence from Ms. Metcalf attaching supplemental certificates of service on Response to Motion to Distribute Funds and Joint Omnibus Opposition to Motion for Use of Cash through 10-29-06 for filing with the court	0.10	15.00	P
	Electronic filing of court pleadings - Download and electronic filing of Supplemental Certificate of Service re Joint Limited Opposition to Motion for Use of Cash Collateral through 10-29-06 with the bankruptcy court	0.20	30.00	P
	Review Direct Lender Opposition to Cash Collateral Motion	0.20	38.00	SSS
Jul-31-06	Review of [REDACTED] proposal	0.30	127.50	CCC

Totals	42.00	\$14,646.50
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Total Fees, Disbursements	\$14,646.50
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Previous Balance	\$0.00
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Previous Payments	\$0.00
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Balance Due Now	\$14,646.50
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JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA- Legal Assistant

Shea & Carlyon Ltd.

233 S. Fourth Street

Suite 200

Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-10

Inv #: 19527

RE: Litigation

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jun-28-06	Exchange electronic correspondence with Mr. Merola re document production	0.10	42.50	JPS
Jul-03-06	Review and revise documents requests (work performed June 30 - July 2)	1.80	765.00	CCC
Jul-10-06	Review electronic correspondence from Mr. Gordon re request for information	0.10	42.50	CCC
	Review electronic correspondence from Ms. Pajak (x3); Mr. Garman (x2); Mr. Charles (x2); Ms. other committee counsel; re due diligence request (no charge per CCC)	0.30	0.00	CCC
Jul-13-06	Exchange electronic correspondence with co counsel re delivery of financial info	0.10	42.50	JPS
	Review electronic correspondence from Mr. Kvarda re information request	0.20	85.00	CCC
Jul-19-06	Telephone calls with Ryan at Bridge City Legal re estimate of costs and time frame for scanning, retrieval and production of debtor documents and emails	0.30	45.00	P
	Telephone calls with Craig at Litigation Document Group re estimate of costs and time frame for scanning, retrieval and production of debtor documents and emails	0.30	45.00	P
	Telephone calls with Leonardo Pimentel at The Legal Support Group re estimate of costs and time frame for scanning, retrieval and production of debtor documents and emails	0.30	45.00	P
Jul-20-06	Exchange electronic correspondence with Natalie Tanner re request for proposal, inclusion of local vendors and vendor meeting	0.20	30.00	P

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	Telephone call with Natalie Tanner re request for proposal, inclusion of local vendors and vendor meeting	0.10	15.00	P
	Prepare electronic correspondence to Ryan at Bridge City Legal re request for proposal and vendor meeting	0.10	15.00	P
	Prepare electronic correspondence to Craig at Litigation Document Group re request for proposal and vendor meeting	0.10	15.00	P
	Prepare electronic correspondence to Leonardo Pimentel at The Legal Support Group re request for proposal and vendor meeting	0.10	15.00	P
	Electronic correspondence to Ms. Karasik re attendance of Lerrin Hills 2004 Examination(no charge)	0.10	0.00	SSS
Jul-24-06	Review Interpleader complaint filed by Huston on behalf of USACMC	0.10	19.00	SSS
Jul-27-06	Exchange electronic correspondence with Natalie Tanner re proposals for document scanning	0.20	30.00	P
	Totals	4.50	\$1,251.50	

Total Fees, Disbursements

\$1,251.50

Previous Balance

\$0.00

Previous Payments

\$0.00

Balance Due Now

\$1,251.50

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA- Legal Assistant

Shea & Carlyon Ltd.

233 S. Fourth Street

Suite 200

Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-11

Inv #: 19528

RE: Meetings of Creditors

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
May-15-06	Organize and index pleadings for 341 meeting on 5/17	8.00	960.00	LA
May-16-06	Review proposed agenda for committee meeting	0.10	42.50	CCC
	Exchange electronic correspondence with co counsel (numerous) re organizational meeting; agenda	0.20	85.00	CCC
May-17-06	Prepare and distribute case materials to committee members	1.80	765.00	JPS
	Exchange electronic correspondence with Ms. Carlyon re providing information during meeting with committee numerous occasions during all day meeting (No Charge)	0.90	0.00	JPS
	Telephone call with Lin Allman, investor, re concerns re nonpayment	0.30	127.50	CCC
	Conference with co-counsel; review materials for organizational meeting	1.00	425.00	CCC
	Attendance at organizational meeting; discussions with committee members; UST	0.70	297.50	CCC
	Attend organizational committee meeting (1TD)	2.00	850.00	CCC
	Attend Section 341 Meeting of Creditors	4.00	1,700.00	CCC
May-18-06	Conference with committee chairs/ co counsel re case status/ interviewing of conflicts counsel/ organizational meeting	1.80	765.00	JPS
	Telephone call with Mr. Helms re committee meeting	0.10	42.50	JPS

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	Meetings with STG, Committee members, re upcoming matters, committee meeting to be held next week	1.00	425.00	CCC
	Telephone call with Mr. Helms re communications to committee	0.10	42.50	CCC
May-19-06	Exchange electronic correspondence with Mr. Merola re committee meeting	0.10	42.50	JPS
	Exchange electronic correspondence with Ms. Karasik re attendance at committee member meeting	0.20	85.00	JPS
	Telephone call with investor (Mr. Tuttle) re case status	0.30	127.50	CCC
	Organize and index pleadings for creditors meeting on 5/23	8.00	960.00	LA
May-22-06	Prepare for meeting with committee members	1.30	552.50	JPS
	Exchange electronic correspondence with Mr. Adams / investor/ re status	0.20	85.00	JPS
	Exchange electronic correspondence with Ms. Pajak re committee meeting	0.20	85.00	JPS
	Exchange electronic correspondence with Ms. Pajak re responses to investors	0.20	85.00	JPS
	Exchange electronic correspondence with Ms. Pajak re Adams inquiry	0.20	85.00	JPS
	Exchange electronic correspondence with Ms. Karasik re meeting schedule	0.20	85.00	JPS
	Exchange electronic correspondence with Mr. Sherman re attendance at meeting/ logistics concerns for meeting	0.20	85.00	JPS
May-23-06	Conference with committees/ co counsel/ Mr. Allison/ potential conflicts counsel re case status/ financial status of debtors/ proposed sales and borrowings/ committee composition/ prepare for same	9.40	3,995.00	JPS
	Telephone call with investor, Emma Toutella, re USA bankruptcies	0.10	19.00	SSS
	Delivery of documents to committee meeting at Kolesar and Leatham (No charge)	0.60	0.00	SSS
May-25-06	Review electronic correspondence from Ms. Moro (committee chairwoman)	0.10	42.50	JPS
May-30-06	Conference with committee members re financial advisors	0.50	212.50	JPS
	Exchange electronic correspondence with Ms. Pajak re committee meetings/ pro hac vice questions	0.20	85.00	CCC
	Review electronic correspondence from Ms. Pajak re next committee meeting	0.10	42.50	CCC

May-31-06	Telephone call from investor, Robert Perlmutter, re general First Trust Deed Committee information	0.10	19.00	SSS
	Exchange electronic correspondence with Ms. Karasik re case status/ committee meeting re financial consultants	0.20	85.00	JPS
	Preparation of electronic correspondence to Ms. Karasik re status of committee interviews re financial advisors	0.10	42.50	JPS
	Conference with committee re proposed stipulation to continue hearing dates from the 5th to the 15th/ status of financial advisor interviews	0.30	127.50	JPS
Jun-01-06	Conference with committee re interviews with proposed financial advisors	1.20	510.00	JPS
	Review electronic correspondence from Christine Pajak re Committee Meeting scheduled for 6-6-06 at our offices; calendar and set reminder	0.10	15.00	P
	Conference with committee re stipulation to reschedule several hearings, including debtor's motion to hold funds and direct lenders' motion for relief from stay	0.40	76.00	SSS
	Exchange electronic correspondence with Ms. Karasik re status of committee meeting re financial consultants	0.20	85.00	JPS
Jun-02-06	Review electronic correspondence from Ms. Moro re case staffing	0.10	42.50	JPS
	Review electronic correspondence from Mr. Schwartz re joint committee meeting	0.10	42.50	CCC
Jun-05-06	Conference with committee and co counsel re case status/ pending objections to employment applications	0.70	297.50	JPS
	Conference with Mr. Merola, Mr. Pajak, Wynn (committee member)(part of meeting only) re pending motions; committee information issues	0.50	212.50	CCC
	Attendance at joint committee meetings; conference with various professionals re confidentiality agreement, strategies for cooperative efforts	1.70	722.50	CCC
Jun-07-06	Telephone call with Dale Tuttle, investor (direct lender)	0.30	0.00	CCC
Jun-08-06	Calendar June 16th joint meeting of committees and debtor (no charge)	0.10	0.00	SSS
Jun-13-06	Exchange electronic correspondence with Ms. Jarvis; Ms. Karasic; other professionals; re committee meeting; agenda	0.30	127.50	CCC

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	Exchange electronic correspondence with Ms. Jarvis; Ms. Karasic; re creditors' meeting; agenda; Exchange electronic correspondence with Orrick re joint meeting; dial ins	0.20	85.00	CCC
	Prepare electronic correspondence to Ms. Karasik re dial in information for committee meeting on 6/15/06	0.10	15.00	P
Jun-15-06	Attend meeting with Debtor and two Fund Committees	1.00	425.00	CCC
Jun-16-06	Telephone call with Maryetta Bowman re status of issues re "distributions", "secured status" of first trust deed investors	0.30	127.50	CCC
Jun-22-06	Exchange electronic correspondence with Ms. Karasik/ Ms. Carlyon re committee meeting/ review proposed agenda	0.40	170.00	JPS
	Conference with Committee re case status/ meeting with financial advisors/ prepare for same	2.20	935.00	JPS
	Preparation of electronic correspondence re summary of committee meeting	0.20	85.00	JPS
Jun-23-06	Receipt and review of Notice of Change of Location of Continued Meeting of Creditors at Cashman Center from bankruptcy court; calendar meeting place	0.10	15.00	P
Jun-27-06	Review electronic correspondence from co counsel re conference call with committee	0.10	42.50	JPS
Jun-28-06	Receipt and review of file materials to prepare for committee meeting	1.10	467.50	JPS
	Conference with co counsel re status meeting/ 341 issues	0.20	85.00	JPS
	Exchange electronic correspondence with Ms. Pajak re conference call with committees	0.10	42.50	JPS
	Review electronic correspondence from Mr. Baldwin re committee meeting	0.10	42.50	JPS
	Review electronic correspondence from Ms. Moro re committee call agenda	0.10	42.50	JPS
	Review electronic correspondence from Mr. Warner re participation in call	0.10	42.50	JPS
	Analysis of communications from Committee chairman re strategy points	0.20	85.00	CCC
	Organize and index pleadings for 6/29 committee meeting	2.00	240.00	LA
	Organize correspondence, hearing summaries, and summaries of schedules and statements in preparation for June 29 committee meeting	2.00	380.00	SSS
Jun-29-06	Conference with Ms. Carlyon re case status/ preparation for committee meeting/ proposed funding issues/ M&A report	0.80	340.00	JPS

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	Exchange electronic correspondence with Ms. Karasik x2 re Reorg meeting/ continues 341 meeting/ staffing needs	0.20	85.00	JPS
	Conference with full committee and advisors and counsel re case status	3.30	1,402.50	JPS
	Telephone call with Ms. Karasik re meeting	0.40	170.00	JPS
Jun-30-06	Conference with co counsel/ financial advisors/ committee members re case status/ pending motions/ plan issues	2.10	892.50	JPS
	Review electronic correspondence from Ms. Pajak re meeting agenda and exhibits	0.20	85.00	JPS
	Receipt and review of hard copy of power point presentation of Debtors	0.20	85.00	JPS
	Attend meeting with FTD committee and professionals (JPS also attended; CCC attended but did not charge for time)	2.00	0.00	CCC
	Analysis of Debtor's power-point presentation re June 29 meeting	0.30	127.50	CCC
	Print and circulate agenda and exhibits for June 30 First Trust Deed Committee meeting; review committee meeting binder	0.10	19.00	SSS
Jul-03-06	Receipt and review of notice re change of location 341 meeting	0.10	42.50	JPS
	Review binder for continued 341 meeting	0.10	19.00	SSS
Jul-05-06	Review electronic correspondence from Ms. Pajak re status of committee meeting	0.20	85.00	JPS
	Exchange electronic correspondence with Ms. Karasik re weekly meeting with Debtors	0.10	42.50	CCC
	Electronic correspondence to Mr. Parlen re location of July 11th committee meeting	0.10	19.00	SSS
Jul-07-06	Exchange electronic correspondence with Ms. Karasik re logistical issues re meeting with committee	0.20	85.00	JPS
Jul-09-06	Exchange electronic correspondence with Ms. Pajak/ Ms. Karasik re continued meeting of creditors/ meeting with committee	0.50	212.50	JPS
Jul-10-06	Exchange electronic correspondence with Ms. Karasik re weekly committee meeting	0.10	42.50	JPS
	Telephone call with committee members re weekly status/ prepare for same	0.90	382.50	JPS
	Exchange electronic correspondence with Ms. Pajak re committee meeting with Debtor	0.10	42.50	JPS
	Confirm new location of committee meeting	0.10	42.50	JPS
	Receipt and review of plan alternatives/ prepare for joint meeting	0.60	255.00	JPS

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	Receipt and review of proposed committee agenda	0.20	85.00	JPS
	Review electronic correspondence (numerous) from Ms. Moro; Mr. Shea; Ms. Karasik, re meetings (no charge)	0.30	0.00	CCC
Jul-11-06	Conference with Ms. Carlyon re committee meetings and meetings with debtor re plan issues and pending matters (no charge)	0.60	0.00	JPS
	Conference with co counsel/ committee re case status/ pending matters/ meeting with Debtor and other committees and counsel re pending status of case and plan issues/ prepare for same	7.80	3,315.00	JPS
	Exchange electronic correspondence with Mr. Parlen re power point presentation	0.20	85.00	JPS
	Telephonic attendance at meeting between Debtors and all committees (billed at 1/2 rate)	3.00	637.50	CCC
Jul-12-06	Assemble necessary documents for continued hearing (no charge)	0.90	0.00	JPS
	Review electronic correspondence from Ms. Karasik re meeting with other committee professionals	0.10	42.50	CCC
	Exchange electronic correspondence with Ms. O'Grady; Ms. Pajak; re call from creditor Dale Tuttle (she will handle)(no charge)	0.10	0.00	CCC
	Review powerpoint presentation from Debtors' meeting with Official Committees on 7/11/06	0.10	19.00	SSS
Jul-14-06	Telephone call with committee, professionals, re due diligence, plan issues; task coordination; upcoming meetings/strategy	1.50	637.50	CCC
Jul-17-06	Conference with CCC re meetings with joint committees	0.20	85.00	JPS
	Prepare for committee meeting	0.50	212.50	JPS
	Organize and index pleadings for 07/20/06 committee meeting	6.00	720.00	LA
Jul-19-06	Prepare for committee meeting	0.40	170.00	JPS
	Attend weekly meeting with Debtor and committees; concentration on document production, distribution motion, discussion of financing requests	2.00	850.00	CCC
Jul-20-06	Review financial information in preparation for committee meeting	0.20	85.00	CCC
	Telephone call with committee re overall financial, exit strategy, working with other committees	2.10	892.50	CCC
Jul-25-06	Receipt and review of committee agenda	0.10	42.50	JPS
	Communications with Ms. Karasik; Ms. Pajak; Mr. Kvarda; re info for meetings this afternoon	0.60	255.00	CCC

	Conduct committee meeting (Ms. Karasik at separate meeting with Dor, prospective purchaser)	1.10	467.50	CCC
	Preparation of electronic correspondence to Ms. Karasik re meetings with direct lenders' committee; debtor	0.20	85.00	CCC
Jul-26-06	Review electronic correspondence from numerous parties re rescheduling weekly call (no charge per CCC)	0.20	0.00	CCC
Jul-27-06	Attend weekly meeting with Debtor's professionals; including discussion of distribution motion; brief discussion re financing; discussion of plan timing/exclusivity	2.00	850.00	CCC
	Telephone call with Ms. Moro; Ms. Karasik; Mr. Garman (part of the call); re financing; plan/exclusivity issues	0.50	212.50	CCC
	Totals	104.60	\$33,160.00	

Total Fees, Disbursements	\$33,160.00
Previous Balance	\$0.00
Previous Payments	\$0.00
Balance Due Now	\$33,160.00

JPS - James Patrick Shea
 CCC - Candace C. Carlyon
 SWM - Shawn Miller
 DMC - Dawn M. Cica

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Shea & Carlyon Ltd.

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Ph:(702) 471-7432

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USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-12

Inv #: 19529

RE: Plan and Disclosure Statement

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jul-05-06	Review and revise memo to clients re plan strategy; alternatives	1.80	765.00	CCC
	Review and revise reorganization analysis	1.00	190.00	SSS
Jul-06-06	Review plan alternatives	0.70	297.50	JPS
Jul-08-06	Telephone call with Ms. Karasik re plan strategies	0.50	212.50	CCC
Jul-09-06	Conference with Ms. Carlyon re plan alternatives (no charge)	0.50	0.00	JPS
	Receipt and review of memo re plan alternatives (no charge)	0.50	0.00	JPS
Jul-10-06	Review electronic correspondence from Ms. Carlyon re Mr. Gordon's input on plan issues	0.20	85.00	JPS
	Review and revise plan options/ conf with Ms. Carlyon re same/ [REDACTED]	1.10	467.50	JPS
	[REDACTED]			
	Exchange electronic correspondence; Telephone conference; with Mr. Gordon re plan, exit strategies	0.50	212.50	CCC
Jul-12-06	Exchange electronic correspondence with Ms. Karasik x2 re meeting other committees	0.20	85.00	JPS
Jul-20-06	Telephone call with Direct Lenders Committee re financial, plan issues	3.40	1,445.00	CCC
	Review exclusivity provisions re deadlines for exclusivity	0.20	38.00	SSS
Jul-24-06	Receipt and review of redline of plan termsheet	0.30	127.50	JPS

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	Review and revise plan term sheet; including incorporation of information from schedules	1.70	722.50	CCC
	Review draft Plan Term Sheet	0.30	57.00	SSS
Jul-31-06	Review electronic correspondence from Ms. KarasiK re offer to fund joint plan	0.60	255.00	JPS
	Totals	13.50	\$4,960.00	

Total Fees, Disbursements

\$4,960.00

Previous Balance

\$0.00

Previous Payments

\$0.00

Balance Due Now

\$4,960.00

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USA Mortgage, et al
Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500-13

Inv #: 19530

RE: Relief from Stay proceedings

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jun-02-06	Review pleadings re request for stay relief to terminate servicing contract	0.40	170.00	CCC
Jun-06-06	Review Donna Cangelosi Opposition to Motion for Relief From Stay	0.10	42.50	CCC
Jun-14-06	Analysis of McKnight lift stay pleadings	0.30	127.50	CCC
Jun-15-06	Review and print Reply and Declaration of Scott Canepa re Motion to Lift Stay	0.20	38.00	SSS
Jul-10-06	Telephone call from Matt Kreutzer with Hale Lane informing of Motion for Relief from Stay to be filed by Spectrum Financial Group and Roland Weddell	0.20	38.00	SSS
Jul-12-06	Review and download Motion for Relief from Stay to Proceed with State Court Action (Weddell and Spectrum), Declaration of Matt Kreutzer in support, and Notice of Hearing	0.30	57.00	SSS
Jul-19-06	Receipt and review of rescheduled hearing re Direct Lenders' Motion for Relief from Stay from bankruptcy court; update calendar and forward to interested parties	0.10	15.00	P
Jul-20-06	Review pleadings; Standard Development Motion for Relief from Stay; Order Preliminarily Denying Direct Lender Motion for Relief from Stay	0.40	76.00	SSS
Jul-24-06	Review Affidavit of Robert Russell in support of Debtors' opposition to Scott Canepa's Motion for Relief from Stay	0.20	38.00	SSS

Jul-28-06	Electronic filing of court pleadings - Download and electronic filing of Joinder to Opposition to Motion for Relief from Stay re Loan Servicing Agreement re Boise/Gowan with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronic filing of Joinder to Opposition to Direct Lenders' Motion for Relief from Stay with the bankruptcy court	0.20	30.00	P
	Preparation of Certificate of Service re Joinder to Opposition to Motion for Relief from Automatic Stay re: Boise/Gowan	0.10	15.00	P
	Preparation of Certificate of Service re Joinder to Opposition re Motion for Relief from Automatic Stay re Direct Lenders	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Joinder to Opposition to Motion for Relief from Stay re Boise/Gowan with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Joinder to Opposition to Motion for Relief from Stay re Direct Lenders with the bankruptcy court	0.20	30.00	P
	Telephone call with Mr. Parlen re filing joinders to Oppositions to Motions for Relief from Stay (Canepa and Chubb Direct Lenders)	0.10	19.00	SSS
	Review Joinders to Debtors' Oppositions to Relief from Stay Motions by Canepa and Chubb	0.20	38.00	SSS
	Review dates for the hearing on Spectrum Financial Group's Motion for Relief from Stay	0.30	57.00	SSS
	Review Motions for Relief from Stay filed by Standard Property Development and Spectrum Financial Group	0.30	57.00	SSS
Jul-31-06	Legal research and preparation of opposition to motion for relief from stay (Standard)	6.20	2,635.00	CCC
	Electronic filing of court pleadings - Scan, download and electronic filing of Supplemental Certificate of Service re Joinder to Opposition on Motion for Relief re Direct Lenders with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Supplemental Certification of Joinder to Opposition to Motion for Relief re Boise/Gowan with the bankruptcy court	0.20	30.00	P

Totals	10.70	\$3,618.00
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Total Fees, Disbursements	\$3,618.00
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Previous Balance	\$0.00
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Previous Payments	\$0.00
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Balance Due Now	\$3,618.00
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EXHIBIT “3”

Shea & Carlyon Ltd.

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USA Mortgage, et al
 Equity Security Committee

Aug 21, 2006

Attention:

File #: 1500

Inv #: 19525

RE: Costs/Expenses

DISBURSEMENTS**Disbursements****Receipts**

	Filing Fee	700.00
	Facsimile	90.00
	Telephone	6.15
	Postage	2.07
May-26-06	Copying 1937 @ 0.25	484.25
	Copying 3194 @ 0.25	798.50
	Delivery services/messengers 1 @ 7.50	7.50
	Delivery services/messengers 5 @ 7.50	37.50
	Other - Scanning 174 @ 0.10	17.40
	Other - Pacer 388 @ 0.08	31.04
Jun-15-06	Other - Luncheon for joint debtor/fund committee meeting	190.68
Jun-21-06	Einstein Bagels - breakfast and lunch meetings	76.62
Jun-27-06	Committee meeting at Kolesar & Leatham - lunch from Jason's deli	107.05
	Federal Express - Stutman Treister & Glatt	32.95
	Conference call - 06/15/2006 at 4:25pm (CST)	5.78

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	Delivery services/messengers 22 @ 7.50	165.00	
Jun-29-06	Copying 9169 @ 0.25	2,292.25	
	Facsimile 30 @ 0.50	15.00	
	Delivery services/messengers 1 @ 7.50	7.50	
	Other - Scanning 624 @ 0.10	62.40	
	Other - Pacer 1791 @ 0.08	143.28	
Jul-11-06	Meals - Breakfast for committee	12.93	
	Meals - Lunch for committee	120.00	
Jul-20-06	Meals - Lunch for committee meeting	120.57	
Jul-27-06	Delivery services/messengers 3 @ 7.50	22.50	
	Other - Scanning 177 @ 0.10	17.70	
	Other - Pacer 186 @ 0.08	14.88	
Jul-28-06	Copying 2074 @ 0.25	518.50	
	Totals	\$6,100.00	\$0.00
	Total Fees, Disbursements		\$6,100.00
	Previous Balance		\$0.00
	Previous Payments		\$0.00
	Balance Due Now		\$6,100.00

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Jul-18-06	Review pleadings filed 7/17	0.10	42.50	CCC
	Review electronic correspondence from Ms. Pajak and Ms. O'Grady re Pete Bolino's Dishonored from Prepetition sale of loans	0.10	19.00	SSS
Jul-19-06	Telephone call with [REDACTED] re case background (represents potential purchaser)	0.40	170.00	JPS
	Conference with Ms. Carlyon re case status (no charge)	0.50	0.00	JPS
	Telephone call with Stefan Litigation Services & Technologies re estimate of costs and time frame for scanning, retrieval and production of debtor documents and emails	0.20	30.00	P
	Organize and index pleadings for 7/25/06 omnibus hearings	7.00	840.00	LA
Jul-20-06	Conference with financial advisors re case status	0.20	85.00	JPS
	Organize and index pleadings for 7/25/06 omnibus hearings	7.00	840.00	LA
	Telephone call with Andrew Parlen re filing response to continued employment of Debtor professionals; filing response to forbearance motion; local procedures for filing omnibus claims objection	0.30	57.00	SSS
Jul-21-06	Organize and index pleadings for 7/25/06 omnibus hearings	7.00	840.00	LA
	Telephone call from Mr. Parlen re pleadings to be filed for 7/25/06 omnibus hearings	0.10	19.00	SSS
	Review electronic correspondence from Ms. Karasik	0.10	19.00	SSS
	Telephone call to Mr. Parlan re filings	0.10	19.00	SSS
	Review and download status and agenda for 7/25/06 omnibus hearings	0.10	19.00	SSS
Jul-24-06	Commence review/summary of MOR's filed on July 20	1.20	510.00	CCC
	Review pleadings for 7/25/06 omnibus hearings	1.50	637.50	CCC
	Review electronic correspondence from Ms. Metcalf and downloading of supplemental certificates of service	0.10	15.00	P
	Organize and index pleadings for 7/25/06 omnibus hearings	7.00	840.00	LA
	Review and circulate Privilege Agreement between Direct Lenders Committee and FTD Committee	0.70	133.00	SSS
	Preparation and review of binders for 07/25/06 omnibus hearings	1.90	361.00	SSS